

#13

Rec. No. 16202-A

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May 1, 1989

9-122A053

RECORDATION NO. 16202-A FILED 1425

MAY 2 1989 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed original copies and two photocopies of an Amendment to Memorandum of Lease dated as of April 1, 1989, a secondary document.

The enclosed document relates to the Memorandum of Lease Agreement dated as of December 15, 1988, which was duly filed and recorded on February 10, 1989 and assigned Recordation Number 16202.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed document is:

Deletions: Twenty (20) Gunderson-manufactured five-unit, well-type, Twin stack, bulkhead, articulated double stack cars numbered and marked SP 2377 through SP 2396, inclusive.

Additions: Ten (10) Gunderson-built five-unit Maxi-Stack I cars with 125-ton trucks numbered and marked SP 2430 through SP 2439, inclusive, and ten (10) five-unit Twin-Stack bulkhead flat cars marked and numbered SP 2420 through SP 2439, inclusive, which were formerly numbered and marked as set forth in Schedule A attached hereto and made a part hereof.

MAY 2 11 59 AM '89  
RECORDATION UNIT

*Charles T. Kappler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
May 1, 1989  
Page Two

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment to Memorandum of Lease dated as of April 1, 1989 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, covering the deletion of 20 railcars, SP 2377 - SP 2396, inclusive, and the addition of 20 railcars, SP 2420 - SP 2439, inclusive, formerly GBRX 2215 - 2219, 6905 - 6907, 6802, 6807, and 4000 - 4009.

Very truly yours,

  
Charles T. Kappler

Enclosures

SCHEDULE A

<u>New Car Numbers</u>	<u>Old Car Numbers</u>	<u>New Car Numbers</u>	<u>Old Car Numbers</u>
SP 2420	GBRX 2215	SP 2430	GBRX 4000
SP 2421	GBRX 2216	SP 2431	GBRX 4001
SP 2422	GBRX 2217	SP 2432	GBRX 4002
SP 2423	GBRX 2218	SP 2433	GBRX 4003
SP 2424	GBRX 2219	SP 2434	GBRX 4004
SP 2425	GBRX 6905	SP 2435	GBRX 4005
SP 2426	GBRX 6906	SP 2436	GBRX 4006
SP 2427	GBRX 6907	SP 2437	GBRX 4007
SP 2428	GBRX 6802	SP 2438	GBRX 4008
SP 2429	GBRX 6807	SP 2439	GBRX 4009"

**Interstate Commerce Commission**  
Washington, D.C. 20423

5.3.89

OFFICE OF THE SECRETARY

**Charles T. Kappler**  
**Alvord & Alvord**

**12th & Const. Ave. N.W.**  
**Washington, D.C. 20423**

Dear: **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5.2.89**, at **11:55am**, and assigned recordation number(s). **16312, 16313 & 16314**

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION #10

FILED 1425

MAY 2 1989 -11 55 AM

INTERSTATE COMMERCE COMMISSION

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AMENDMENT DATED APRIL 1, 1989

to

MEMORANDUM OF LEASE

between

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

and

GREENBRIER LEASING CORPORATION ("LESSOR")

dated

DECEMBER 15, 1988

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Amendment dated as of April 1, 1989 to MEMORANDUM OF LEASE made and entered into as of December 15, 1988 by and between Southern Pacific Transportation Company, a Delaware corporation, ("Lessee") and Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum covering the lease of 20 five-unit Twin-Stack® cars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum by substituting new cars with new car numbers.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ten (10) Gunderson-built five-unit Maxi-Stack I cars with 125-ton trucks numbered and marked SP 2430 through SP 2439, inclusive; and ten (10) five-unit Twin-Stack® bulkhead flatcars numbered and marked SP 2420 through SP 2429, inclusive.

The old and new car numbers are as follows:

<u>New Car Numbers</u>	<u>Old Car Numbers</u>	<u>New Car Numbers</u>	<u>Old Car Numbers</u>
SP 2420	GBRX 2215	SP 2430	GBRX 4000
SP 2421	GBRX 2216	SP 2431	GBRX 4001
SP 2422	GBRX 2217	SP 2432	GBRX 4002
SP 2423	GBRX 2218	SP 2433	GBRX 4003
SP 2424	GBRX 2219	SP 2434	GBRX 4004
SP 2425	GBRX 6905	SP 2435	GBRX 4005
SP 2426	GBRX 6906	SP 2436	GBRX 4006
SP 2427	GBRX 6907	SP 2437	GBRX 4007
SP 2428	GBRX 6802	SP 2438	GBRX 4008
SP 2429	GBRX 6807	SP 2439	GBRX 4009"

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of April 1, 1989.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: 

GREENBRIER LEASING CORPORATION

By: 

L4792.1

STATE OF OREGON                    )  
  ) SS  
COUNTY OF CLACKAMAS            )

On this 7th day of April, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.

  
\_\_\_\_\_  
NOTARY PUBLIC


[NOTARIAL SEAL]

My commission expires 5/28/90

STATE OF CALIFORNIA                )  
  ) SS  
COUNTY OF SAN FRANCISCO        )

On this 17<sup>th</sup> day of APRIL, 1989, before me personally appeared D. K. MEDLEY, to me personally known, who being by me duly sworn, says that he is the Asst. V.P. International of SOUTHERN PACIFIC TRANSPORTATION COMPANY that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.



  
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NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires:

JAN. 29, 1990

L4792.1